



201712150073

Skagit County Auditor
12/15/2017 Page

1 of

\$77.00
4 12:27PM

Recorded at the request of
and after recording return to:

Michael A. Winslow
Attorney at Law
1204 Cleveland Avenue
Mount Vernon, WA 98273

Grantor/Landlord: South Fork Farms, LLC, a Washington limited liability company.

Grantee: Western Valley Farms, LLC, a Washington limited liability company.

Legal Description:

Lots 2 and 3 of Short Plat No. PL 05-0720; approved July 19, 2006, recorded July 19, 2006 under AFN. 200607190081; being Portion of SE 1/4 of SE 1/4 of Section 23 and portion of North 1/2 of Section 26, all in T33N, Range 3 EWM, situate in Skagit County, Washington.

Assessor's Tax Parcel Nos.: P16121, P16119, and P124875

MEMORANDUM OF LEASE
Farmland and Buildings Lease

This MEMORANDUM OF LEASE (this "Memorandum") is made as of January 1, 2017, by and between South Fork Farms, LLC, a Washington limited liability company ("Landlord"), and Western Valley Farms, LLC, a Washington limited liability company ("Tenant"), as a memorandum of an unrecorded Lease (the "Lease") dated January 1, 2017, between Landlord and Tenant concerning the real property described above, together with any improvements located thereon (collectively, the "Premises").

1. Lease. Landlord leases to Tenant and Tenant leases from Landlord all of Landlord's right, title and interest in the Premises upon the terms, covenants and conditions set forth in the Lease, which provisions are hereby incorporated into this Memorandum by reference as if fully set forth herein. Capitalized terms not herein defined shall have the meanings ascribed to them in the Lease.

2. Term. The initial term of the Lease commenced on January 1, 2017, and shall continue

Memorandum of Lease - 1

\\MAWSERVER\Time Matters Files\WVF LLC-Koetje Lease\170920140920PLE.wpd

2. **Term.** The initial term of the Lease commenced on January 1, 2017, and shall continue until December 31, 2020. The Lease is subject to two (2) options to extend for additional periods of five (5) years, each.

3. **Right of First Refusal.** Tenant has a Right of First Refusal to purchase the property, including buildings within the boundaries of the described property, during the Lease term. The Right of First Refusal shall be exercised in the manner provided in, and in accordance with and subject to, the provisions of the Lease.

4. **Exclusions of Certain Portions of Property.** For purposes of the lease of the Premises, certain portions of the subject property have been identified for use and retention by the Landlord. The excluded properties are as follows: Quonset Hut Building and Shop.

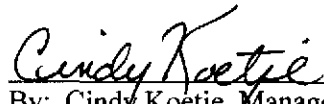
5. **Interpretation.** This Memorandum is not a complete summary of the Lease. Provisions in this Memorandum shall not be used in interpreting the Lease provisions, except that the legal descriptions stated herein shall control. In the event of conflict between the Memorandum and the unrecorded Lease, the unrecorded Lease shall otherwise control.

6. **Purpose of Memorandum.** This Memorandum is prepared for the purpose of providing for record notice of the following:

- A. The existence of the Lease between the parties;
- B. The Tenant's interest in the Premises thereunder; and
- C. The rights of the Tenant in and to multiple Options to Extend the Lease, as well as a Right of First Refusal.

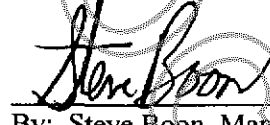
7. **Use Restrictions and Exclusives.** Pursuant to the Lease terms, the Tenant may have certain exclusive rights or may be subject to certain restrictions which are more carefully outlined in the Lease.

LANDLORD: South Fork Farms, LLC



By: Cindy Koetje, Manager/Member

TENANT: Western Valley Farms L.L.C.



By: Steve Boon, Manager/Member



By: Jeff Boon, Manager/Member

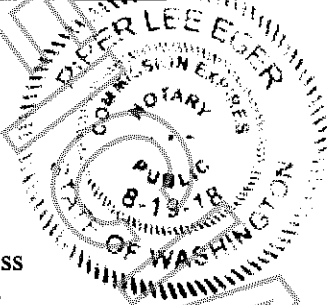


By: Dave Boon, Manager/Member

State of Washington)
County of Skagit)ss

I certify that I know or have satisfactory evidence that Cindy Koetje is the person who appeared before me; that she acknowledged that she signed this instrument, on oath stated that she was authorized to execute the instrument and acknowledged as the Manager/Member of South Fork Farms, LLC, to be the free and voluntary act of her for the uses and purposes contained in the instrument.

DATED: December 7, 2017.

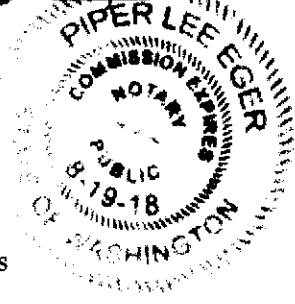


Piper Lee Eger
Notary Public
My commission expires: 8/19/18

State of Washington)
County of Skagit)ss

I certify that I know or have satisfactory evidence that Steve Boon is the person who appeared before me; that he acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged as a Manager/Member of Western Valley Farms L.L.C., to be the free and voluntary act of him for the uses and purposes contained in the instrument.

DATED: November 14, 2017.

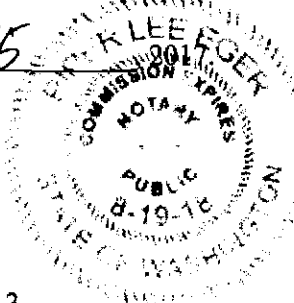


Piper Lee Eger
Notary Public
My commission expires: 8/19/18

State of Washington)
County of Skagit)ss

I certify that I know or have satisfactory evidence that Jeff Boon is the person who appeared before me; that he acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged as a Manager/Member of Western Valley Farms L.L.C., to be the free and voluntary act of him for the uses and purposes contained in the instrument.

DATED: October 25, 2017.



Piper Lee Eger
Notary Public
My commission expires: 8/19/18

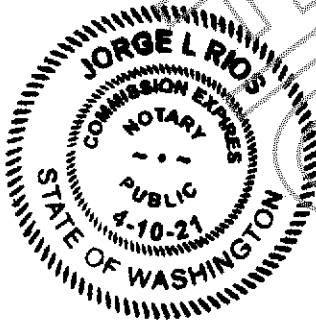
Memorandum of Lease - 3

\\MAWSERVER\Time Matters Files\WVF LLC-Koetje Lease\170920140920PLE.wpd

State of Washington)
County of Skagit Grant)ss

I certify that I know or have satisfactory evidence that Dave Boon is the person who appeared before me; that he acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged as a Manager/Member of Western Valley Farms L.L.C., to be the free and voluntary act of him for the uses and purposes contained in the instrument.

DATED: 12-4, 2017.



[Signature]
Notary Public
My commission expires: 4-10-2021